

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE		PAGE OF PAGES 1 3	
2. AMENDMENT/MODIFICATION NO. P00037		3. EFFECTIVE DATE SEE BLOCK 16C		4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO. (If applicable)
6. ISSUED BY COMMANDER, 02-21J SPACE AND NAVAL WARFARE SYSTEMS COMMAND 4301 PACIFIC HIGHWAY SAN DIEGO, CA 92110-3127 M. Radi, 02-21J, (619) 524-7163, radim@spawar.navy.mil		CODE N00039		7. ADMINISTERED BY (If other than Item 6) DCM Boston GD Government Systems Corporation 77 "A" Street Needham MA 02194-2892		CODE S2203A
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) General Dynamics Network Systems Inc. 77 "A" Street Needham Heights, MA 02194-2892				<input checked="" type="checkbox"/> 9A. AMENDMENT OF SOLICITATION NO.		
				9B. DATED (SEE ITEM 11)		
				10A. MODIFICATION OF CONTRACT/ORDER NO. N68939-97-D-0041		
				10B. DATED (SEE ITEM 13) 29 July 1997		
CODE 2D423		FACILITY CODE				

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended, ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods:

(a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter of telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

To Be Specified on the Individual Delivery Orders

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS.

IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

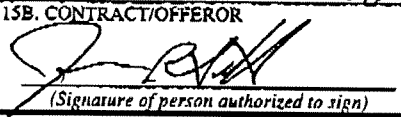
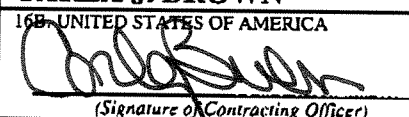
<input checked="" type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. (Specify authority) THE CHANGES
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b)
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: MUTUAL AGREEMENT OF THE PARTIES
	D. OTHER

E. IMPORTANT: Contractor is not **X** is required to sign this document and return 1 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE ATTACHED PAGES

Continued on Page 2

15A. NAME AND TITLE OF SIGNER (Type of print); KL JAMES SULLS CONTRACT MGR		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) CARLA J. BROWN	
15B. CONTRACT/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 7/23/03	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 7/29/03

1. Under Exhibit B - A1G, Ship to Shore Connectivity, SCLINs 6009CK and 6009CM have been added to the B Tables and SCLIN 6009AF has been updated. SCLIN 6009CK provides customers with a 1.25 mm Fiber Optic Cleaning Swab in a 10 each swab pack while SCLIN 6009CM provides the 1.25 mm Fiber Optic Cleaning Swab in a 50 each swab pack. SCLIN 6009AF is a Fiber Optic Cleaning Kit/Utility Hookup with new style swabs.

The Tone Commander Catalog, CLINs 4006AA, and a Tone Commander three-year warranty uplift, CLIN 4006AB, have been added to the B tables. CLIN 4006AA provides customers with Non-Secure ISDN Telephones, Secure ISDN Telephones, ISDN Attendant Consoles, VoIP Phones, Call Processing Systems, Auxiliary Call Processing Systems, NT-1 Rack Equipment, and Various Replacement Parts. CLIN 4006AB provides customers with a Tone Commander three-year warranty uplift plan. The products sold under CLIN 4006AA are not available for drop shipment. The CLIN 4006AA products must be delivered as part of a total solution. Under Exhibit B A1C – Phone, the following CLINs have been deleted: 4001AB, 4002AA, 4002AB, 4005AB, 4005AC, and 4005AD. The Tone Commander Catalog is available IAW Exhibit B – A1C – P37 – Phone.

As a result of the B Table revisions, all the pricing exhibits (B tables, see Below) are replaced in their entirety and are available on the World Wide Web at (<http://www.it-umbrella.navy.mil>).

Exhibit B_A1A-P37 Digital Switching Systems

Exhibit B_A1B-P37 Digital Switching Systems Upgrades

Exhibit B_A1C-P37 Phones

Exhibit B_A1D-P37 Sonet

Exhibit B_A1E-P37 Enterprise Connectivity, Interoperability, Communications and Management

Exhibit B_A1F-P37 MOE

Exhibit B_A1G-P37 Ship to Shore Connectivity

Exhibit B_A3-P37 Cabling

Exhibit B_B1-P37 Maintenance Services

Exhibit B_B2-P37 Maintenance Rapid Response

Exhibit B_C-P37 Training

Exhibit B_D1A-P37 Labor

Exhibit B_D1B-P37 Manuals

Exhibit B_D1C-P37 Reqmts Analysis

Exhibit B_D2-P37 Custom Outsourcing

Exhibit B_E1-P37 ODCs

2. The Cisco Systems Inc. Catalog, CLIN 4701AA, dated Feb 2003 from Modification P00036 is replaced with the Cisco Systems Inc. Catalog dated Apr 2003. In the future, the Cisco reference CLIN 4701AA will be updated automatically on the World Wide Web as warranted by changes to Cisco's Product offerings or prices. Pricing for the Cisco products remains at a 26% discount off the list price. The Cisco Product Catalog is available at: <http://www.gd-ns.com/vivid/>.

3. The Marconi Product Catalog, CLIN 4725BC, dated Feb 2001 from Modification P00031 is replaced with the Marconi Product Catalog dated April 2003. In the future, the Marconi reference CLIN 4725BC will be updated automatically on the World Wide Web as warranted by changes to Marconi's Product offerings or prices. The Marconi Product Catalog is available on the World Wide Web at <http://www.gd-ns.com/vivid/>.
4. Under Section G, in order to update administrative information, revisions have been made to the following paragraphs: G-2.5; G-4.3; G-4.4; G-8.1; G-10.1; G-12.1; G-20.3; G-20.4; and G-22.1.1.
5. Replace Section G, P00032 with Section G, P00037, which is available on the World Wide Web at (<http://www.it-umbrella.navy.mil>).
6. Except as provided herein, all other terms and conditions of contract N68939-97-D-0041 remain unchanged and in full force and effect.